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ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 17912-6 FILED

OCT 16 '03 2-57 PM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

October 16, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Partial Release, dated August 8, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GATC Trust No. 92-1A) which was previously filed with the Commission under Recordation Number 17912.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Indenture Trustee: Bank One Trust Company, NA
One First National Plaza
Chicago, Illinois 60670

Mr. Vernon A. Williams
October 16, 2003
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A description of the railroad equipment covered by the enclosed document
is:

Railcar GATX 037198 is being replaced by GATX 002782.

A short summary of the document to appear in the index is:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bjg
Enclosures

RECORDATION NO. 17912-C FILED

OCT 16 '03 2:57 PM

BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 92-1A (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1A) dated as of July 1, 1992 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 037198 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

Bank One Trust Company, NA, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1A) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: August 8, 2003

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: 
Title: Anita Roselli
Financial Services Officer

Bank One Trust Company, NA, as
Indenture Trustee

By: 
Title: VICE PRESIDENT

State of Delaware)
) SS:
County of New Castle)

On the 10th day of October, 2003, before me personally appeared Anita Roselli, to me known, who being by me duly sworn, say that (s)he is a Financial Services Officer of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kimberly E. Faulhaber
Notary Public

KIMBERLY ELIZABETH FAULHABER
NOTARY PUBLIC - DELAWARE
My Commission Expires April 9, 2005

[Notarial Seal]

My commission expires:

State of Illinois)
) SS:
County of Cook)

On the 20th day of August, 2003, before me personally appeared STEVEN E. CHARLES, to me known, who being by me duly sworn, says that (s)he is a VICE PRESIDENT of Bank One Trust Company, NA, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sheila Sheres Reaves
Notary Public

[Notarial Seal]

My commission expires:

